

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Empyrean Investments, LLC

Name of Transferee

Goldman Sachs Lending Partners LLC

Name of Transferor

Name and Address where notices to transferee should be sent:

Empyrean Capital Partners, LP
10250 Constellation Blvd., Ste 2950
Los Angeles, CA 90067
Attn: Sterling Hathaway

Court Claim # (if known): 67084

Amount of Total Claim: \$14,116,419.48 (as allowed)

Amount of Claim Transferred: \$14,116,419.48 (as allowed)

Date Claim Filed: September 23, 2010

Debtor: Lehman Brothers Special Financing Inc.

Phone: 310-843-3070

Last Four Digits of Acct #: _____

Phone: _____

Last Four Digits of Acct. #: _____

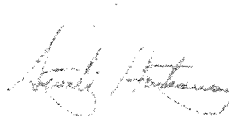
Name and Address where transferee payments should be sent (if different from above):

Phone: _____

Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

Date: August 9, 2012

By: 

Name of Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Goldman Sachs Lending Partners LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Empyrean Investments, LLC ("Purchaser") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Special Financing Inc. (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), to the extent of \$14,116,419.48, and the relevant portion of Proof of Claim No. 67084.

Seller hereby waives any objection to the transfer of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing claim, recognizing Purchaser as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 10 day of August, 2012.

GOLDMAN SACHS LENDING PARTNERS LLC

By: 

Name:

Title:

Michelle Latzoni
Authorized Signatory

EMPYREAN INVESTMENTS, LLC

By: _____

Name:

Title:

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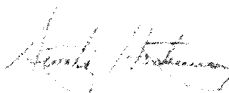
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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this 10 day of August, 2012.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

EMPYREAN INVESTMENTS, LLC

By:  _____
Name: Sterling Hathaway
Title: Authorized Signatory